

RECORDATION NO.

20496-A FILED

ALVORD AND ALVORD
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APR 28 '04

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 28, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of April 26, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the previously filed documents which were filed with the Board under Recordation Number 20496.

The names and addresses of the parties to the enclosed document are:

Assignor: Bank of America, National Association
(successor to NationsBank of Texas, National Association)
c/o Banc of America Leasing & Capital, LLC
555 California Street
4th Floor
San Francisco, California 94105

Assignee: General Electric Capital Corporation
120 Long Ridge Road
Stamford, Connecticut 06927

Mr. Vernon A. Williams
April 28, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

2 locomotives: PTR A 9619 and PTR A 9620.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Memorandum"), dated the 26th day of April, 2004, is made by Bank of America, National Association (successor to NationsBanc of Texas, National Association), Assignor, and General Electric Capital Corporation, Assignee.

W I T N E S S E T H:

The Parties hereto have entered into that certain Assignment and Assumption Agreement (the "Assignment and Assumption Agreement") dated as of December 31, 2003;

Under the Assignment and Assumption Agreement, the Assignor has assigned all of its right, title and interest in and to certain railroad equipment and leases and beneficial interests therein to Assignee, and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date thereof. The interests assigned in the Assignment and Assumption Agreement are defined, collectively, as the Assigned Owner Interests. The documents being assigned are identified in Exhibit A attached hereto. The railroad equipment subject to the Assignment and Assumption Agreement is identified in Exhibit B attached hereto.

The Parties wish to show for the public record the existence of the aforementioned Assignment and Assumption Agreement and the respective interests therein of the Parties.

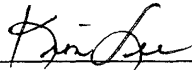
RECORDATION NO. 20496-A FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the each of the Parties has caused this Memorandum
to be executed by a duly authorized officer as of the day and year first above written.

BANK OF AMERICA, NATIONAL ASSOCIATION
(Successor to NationsBanc of Texas, National Association),
Assignor

By: 

Name: Kim Lee

Title: Managing Director

GENERAL ELECTRIC CAPITAL CORPORATION,
Assignee

By: _____

Name: _____

Title: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco

} ss.

On April 23rd, 2004, before me, Yvette Montalvo Baron, Notary Public

personally appeared Kim Lee

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

Name(s) of Signer(s)

- ☒ personally known to me
☐ proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Yvette Montalvo Baron
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

IN WITNESS WHEREOF, the each of the Parties has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

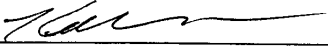
BANK OF AMERICA, NATIONAL ASSOCIATION
(Successor to NationsBanc of Texas, National Association),
Assignor

By: _____

Name: _____

Title: _____

GENERAL ELECTRIC CAPITAL CORPORATION,
Assignee

By:  _____

Name: Keith A. Helming
Vice President

Title: _____

State of Connecticut

ss. (Stamford)

County of Fairfield

On this 26th day of April 2004, before me, Diane Marie Simalchik, the undersigned officer, personally appeared Keith A. Helming, who acknowledged himself to be a Vice President of General Electric Capital Corporation and that he as Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

In witness whereof I hereunto set my hand.

DIANE MARIE SIMALCHIK
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2005


Diane Marie Simalchik
Notary Public

My Commission Expires:
November 30, 2005

EXHIBIT A

PORT TERMINAL RAILROAD ASSOCIATION

1. Master Equipment Lease Agreement, dated as of January 1, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Amendment No. 1, dated August 23, 1996.
 - b. Amendment No. 2, dated December 30, 1996.
2. Purchase Agreement, dated as of January 22, 1996, between MK Rail Corporation and Port Terminal Railroad Association.
3. Intercreditor Agreement and Security Agreement, dated as of January 22, 1996, among Port Terminal Railroad Association, BankAmerica Business Credit, Inc. and MK Rail Corporation.
4. Assignment Agreement, dated as of January 22, 1996, among Port Terminal Railroad Association, NationsBank of Texas, National Association and MK Rail Corporation.
5. Construction Advance Agreement, dated as of January 22, 1996, between Port Terminal Railroad Association and NationsBank of Texas, National Association.
 - a. Agreement, dated January 22, 1996, between MK Rail Corporation and Port Terminal Railroad Association.
 - b. Revision of Schedule IV to Manufacturing Agreement, dated March 22, 1996.
6. Notice and Acknowledgment of Consent to Intercreditor Agreement and Security Agreement, dated January 24, 1996, among Port Terminal Railroad Association, MK Rail Corporation, BankAmerica Business Credit, Inc. and NationsBank of Texas, National Association.
7. Lease Supplement and Acceptance Certificate No. 1, dated as of July 8, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated June 8, 1996, for Locomotive PTR 9601.

- b. Warranty Bill of Sale, dated June 8, 1996, for Locomotive PTR A 9603.
 - c. Warranty Bill of Sale, dated June 8, 1996, for Locomotive PTR A 9604.
 - d. Certificate of Acceptance for Locomotive PTR A 9601.
 - e. Certificate of Acceptance for Locomotive PTR A 9603.
 - f. Certificate of Acceptance for Locomotive PTR A 9604.
- 8. Lease Supplement and Acceptance Certificate No. 2, dated August 9, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated August 9, 1996, for Locomotive PTR A 9606.
 - b. Certificate of Acceptance for Locomotive PTR A 9606.
- 9. Lease Supplement and Acceptance Certificate No. 3, dated August 23, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated August 23, 1996, for Locomotive PTR A 9605.
 - b. Warranty Bill of Sale, dated August 23, 1996, for Locomotive PTR A 9602.
 - c. Certificate of Acceptance for Locomotive PTR A 9602.
 - d. Certificate of Acceptance for Locomotive PTR A 9605.
- 10. Lease Supplement and Acceptance Certificate No. 4, dated August 27, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated August 27, 1996, for Locomotive PTR A 9607.
 - b. Certificate of Acceptance for Locomotive PTR A 9607.

11. Lease Supplement and Acceptance Certificate No. 5, dated September 5, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated September 5, 1996, for Locomotive PTR 9608.
 - b. Certificate of Acceptance for Locomotive PTR 9608.
12. Lease Supplement and Acceptance Certificate No. 6, dated September 6, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated September 6, 1996, for Locomotive PTR 9609
 - b. Certificate of Acceptance for Locomotive PTR 9609.13.
13. Lease Supplement and Acceptance Certificate No. 7, dated September 22, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated September 22, 1996, for Locomotive PTR 9611.
 - b. Certificate of Acceptance for Locomotive PTR 9611.
14. Lease Supplement and Acceptance Certificate No. 8, dated September 25, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated September 25, 1996, for Locomotive PTR 9612.
 - b. Certificate of Acceptance for Locomotive PTR 9612.
15. Lease Supplement and Acceptance Certificate No. 9, dated October 2, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated October 2, 1996, for Locomotive PTR 9613
 - b. Warranty Bill of Sale, dated October 2, 1996, for Locomotive

- PTRA 9614.
 - c. Certificate of Acceptance for Locomotive PTRA 9613.
 - d. Certificate of Acceptance for Locomotive PTRA 9614.
- 16. Lease Supplement and Acceptance Certificate No. 10, dated October 6, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated October 6, 1996, for Locomotive PTRA 9615.
 - b. Certificate of Acceptance for Locomotive PTRA 9615
- 17. Lease Supplement and Acceptance Certificate No. 11, dated October 11, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated October 11, 1996, for Locomotive PTRA 9610.
 - b. Warranty Bill of Sale, dated October 11, 1996, for Locomotive PTRA 9616.
 - c. Certificate of Acceptance for Locomotive PTRA 9610.
 - d. Certificate of Acceptance for Locomotive PTRA 9616.
- 18. Lease Supplement and Acceptance Certificate No. 12, dated November 1, 1996 between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated November 1, 1996, for Locomotive PTRA 9618.
 - b. Certificate of Acceptance for Locomotive PTRA 9618.
- 19. Lease Supplement and Acceptance Certificate No. 13, dated November 3, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
 - a. Warranty Bill of Sale, dated November 3, 1996, for Locomotive PTRA 9619.
 - b. Warranty Bill of Sale, dated November 3, 1996, for Locomotive PTRA 9620.

- c. Certificate of Acceptance for Locomotive PTR A 9619
 - d. Certificate of Acceptance for Locomotive PTR A 9620
20. Lease Supplement and Acceptance Certificate No. 14, dated November 10, 1996 between NationsBank of Texas, National Association and Port Terminal Railroad Association.
- a. Warranty Bill of Sale, dated November 10, 1996, for Locomotive PTR A 9617.
 - b. Certificate of Acceptance for Locomotive PTR A 9617.
21. Lease Supplement and Acceptance Certificate No. 15, dated November 15, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
- a. Warranty Bill of Sale, dated November 15, 1996, for Locomotive PTR A 9621.
 - b. Certificate of Acceptance for Locomotive PTR A 9621.
22. Lease Supplement and Acceptance Certificate No. 16, dated November 16, 1996 between NationsBank of Texas, National Association and Port Terminal Railroad Association.
- a. Warranty Bill of Sale, dated November 16, 1996, for Locomotive PTR A 9622.
 - b. Certificate of Acceptance for Locomotive PTR A 9622
23. Lease Supplement and Acceptance Certificate No. 17, dated November 20, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association
- a. Warranty Bill of Sale, dated November 20, 1996, for Locomotive PTR A 9623.
 - b. Certificate of Acceptance for Locomotive PTR A 9623.
24. Lease Supplement and Acceptance Certificate No. 18, dated November 30, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.
- a. Warranty Bill of Sale, dated November 30, 1996, for Locomotive PTR A 9624.
 - b. Certificate of Acceptance for Locomotive PTR A 9624.

EXHIBIT B
(Rec. Nos. 20183, 20484-20500)

| <u>Rec. No.</u> | <u>Locomotives</u> |
|-----------------|-----------------------|
| 20183 | PTRA 9601, 9603, 9604 |
| 20484 | PTRA 9606 |
| 20485 | PTRA 9602, 9605 |
| 20486 | PTRA 9607 |
| 20487 | PTRA 9608 |
| 20488 | PTRA 9609 |
| 20489 | PTRA 9610, 9616 |
| 20490 | PTRA 9611 |
| 20491 | PTRA 9612 |
| 20492 | PTRA 9613, 9614 |
| 20493 | PTRA 9615 |
| 20494 | PTRA 9617 |
| 20495 | PTRA 9618 |
| 20496 | PTRA 9619, 9620 |
| 20497 | PTRA 9621 |
| 20498 | PTRA 9622 |
| 20499 | PTRA 9623 |
| 20500 | PTRA 9624 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/28/04



Robert W. Alvord